

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER GRANTING APPLICATION OF GOLDMAN SACHS BANK USA AND
GOLDMAN SACHS INTERNATIONAL FOR ENTRY OF AN ORDER PURSUANT TO
11 U.S.C. §§ 503(b)(3)(D) AND 503(b)(4) FOR ALLOWANCE AND REIMBURSEMENT
OF REASONABLE PROFESSIONAL FEES IN MAKING A SUBSTANTIAL
CONTRIBUTION IN THESE CASES**

Upon consideration of the application (the “Application”)¹ of Goldman Sachs Bank USA (“GSB”) and Goldman Sachs International (“GSI”, and together with GSB, “Goldman Sachs”) for allowance and payment by the estates of a Chapter 11 administrative expense claim pursuant to 11 U.S.C. §§ 503(b)(3)(D) and 503(b)(4) for making a substantial contribution to the above-captioned jointly administered Chapter 11 cases of Lehman Brothers Holdings Inc. (“LBHI”) and certain of its subsidiaries and affiliates (collectively, the “Debtors”); and it appearing that this Court has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it further appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b); and it further appearing that venue of this proceeding and the Application is proper in this District in accordance with 28 U.S.C. §§ 1408 and 1409; and it further appearing that adequate and proper notice of the Application has been given, and that no other or further notice is necessary; and it further appearing that the relief

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Application.

requested in the Application is in the best interests of the Debtors, their estates and their creditors; and after due consideration and sufficient cause appearing therefor,

IT IS HEREBY FOUND THAT Goldman Sachs has made a substantial contribution to the Debtors' estates within the meaning of Section 503(b)(3)(D) of the Bankruptcy Code; and

IT IS FURTHER FOUND THAT Goldman Sachs is entitled to the allowance of an administrative expense claim under Section 503(b)(4) of the Bankruptcy Code for reasonable compensation for professional services rendered by its counsel, Cleary Gottlieb Steen & Hamilton LLP, ("Cleary Gottlieb") in connection with Goldman Sachs' efforts in making a substantial contribution in these cases.

Now, therefore, it is hereby:

ORDERED that the Application is granted as set forth herein;

IT IS FURTHER ORDERED that Goldman Sachs is hereby granted, pursuant to sections 503(b)(3)(D) and 503(b)(4) of the Bankruptcy Code, an allowed administrative claim in the amount of \$3,112,068.03 (the "Administrative Claim Amount") against LBSF, representing reimbursement to Goldman Sachs for the fees of its counsel, Cleary Gottlieb Steen & Hamilton LLP, in connection with Goldman Sachs' efforts in making a substantial contribution in these cases;

IT IS FURTHER ORDERED that the Debtors are hereby authorized and directed to pay Goldman Sachs the Administrative Claim Amount in full within ten (10) days after the date of entry of this Order; and

IT IS FURTHER ORDERED that this Court shall retain jurisdiction to hear and

determine all matters arising from or related to the relief granted in this Order.

Dated: New York, New York
September 24, 2012

s/ James M. Peck
HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE